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April 26, 2004

Kim Beals, Esq.
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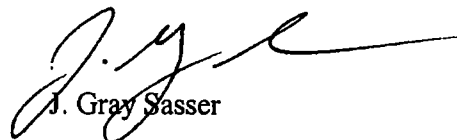
Re: Docket 04-00059, Level 3 Communications Arbitration

Dear Ms. Beals:

In its April 12, 2004 conference, the Tennessee Regulatory Authority accepted Level 3's Petition for Arbitration for hearing and established a deadline of April 26, 2004 for the parties to submit a joint matrix of the open issues. Level 3 and BellSouth Telecommunications ("BellSouth") have been in discussions subsequent to that order to attempt to settle all outstanding issues. Last week, the parties reached an agreement in principle accomplishing that. However, the formal documentation reflecting that agreement is still being prepared by the parties.

Given the potential resolution of issues, rather than spending additional resources to file the joint matrix, the parties request that the deadline for filing the joint issues- matrix be postponed until May 3, 2004, the deadline you established for the submission of an agreed procedural schedule. At that time, the parties will either notify you of the resolution of all outstanding issues, or will file both the joint issues matrix and the agreed procedural schedule.

Regards,



J. Gray Sasser

JGS/ctr

cc: Guy M. Hicks, Esq., BellSouth Telecommunications, Inc.
Roger A. Briney, Esq., Davis, Wright, Tremaine LLP